

Amendment Agreement dated as of July 6, 1973, by and between FIRST NATIONAL CITY BANK, a national banking association incorporated and existing under the laws of the United States of America, as Trustee (hereinafter called the Trustee), of the first part, and BURLINGTON NORTHERN INC., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Company), of the second part.

7051-A

RECORDATION NO. _____ FILED IN _____

JUL 18 1973 - 11 22 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, the Company and the Trustee have entered into an Equipment Trust Agreement (hereinafter called the Equipment Trust Agreement) dated as of June 1, 1973 by and between the Trustee, of the first part, and Burlington Northern Inc. (hereinafter called the Company), of the second part, said Agreement constituting Burlington Northern Inc. Equipment Trust of 1973, Series 2; and

WHEREAS, the parties hereto now desire to amend said Equipment Trust Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The Company road numbers of the 15 U-30-C 3,000 H.P. Road Locomotives set forth in Schedule A to said Equipment Trust Agreement be and hereby are changed as follows:

Present Numbers

5365 to 5379, both inclusive

New Numbers

5912 to 5918, both inclusive
5806 to 5813, both inclusive

2. The Company will promptly cause this Amendment Agreement to be filed, recorded, and deposited in like manner as said Equipment Trust Agreement.

3. Except as amended hereby, the Equipment Trust Agreement shall remain unaltered and in full force and effect.

4. This Amendment Agreement has been executed in several counterparts each of which shall be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.


FIRST NATIONAL CITY BANK,

By


Trust Officer

(Corporate Seal)

Attest:


Associate Trust Officer

BURLINGTON NORTHERN INC.,

By Frank H. Coyne
Vice President

(Corporate Seal)

Attest:

[Signature]
Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

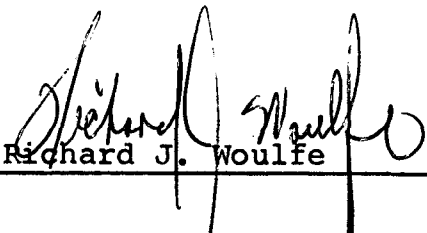
On this 16TH day of July, 1973, before me personally appeared RALPH E. JOHNSON , to me personally known, who, being by me duly sworn, says that he is a Trust Officer of FIRST NATIONAL CITY BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

A handwritten signature in cursive script, reading "John J. Neubauer", is written over a horizontal line.

JOHN J. NEUBAUER
Notary Public, State of New York
No. 03-2869750
Qualified in Bronx County
Certificate filed in New York County
Term Expires March 30, 1975

STATE OF MINNESOTA)
) ss.:
COUNTY OF RAMSEY)

On this 6th day of July, 1973, before me personally appeared Frank H. Coyne, to me personally known, who, being by me duly sworn, says that he is a Vice President of Burlington Northern Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

/s/ 
Richard J. Woulfe

